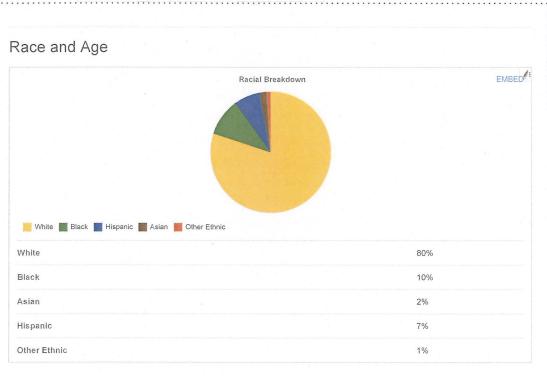
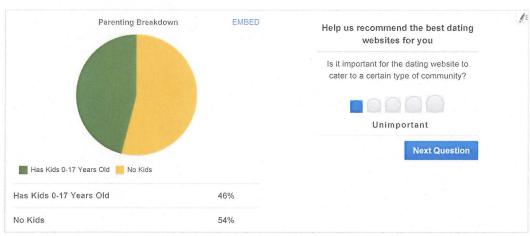


EXHIBIT 5-C TO DECLARATION OF WILLIAM LIVINGSTON



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